UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF RHODE ISLAND

GEORGE GUINDON, et al., Plaintiffs v. AMERICAN FOAM CORPORATION, et al., Defendants	C.A. No. 03-335L

ANSWER OF DEFENDANTS PAUL WOOLNOUGH, MANIC MUSIC MANAGEMENT, INC., KNIGHT RECORDS, INC., MARK KENDALL, DAVID FILICE AND ERIC POWERS TO PLAINTIFFS' NOTICE OF ADOPTION OF FIRST AMENDED MASTER COMPLAINT AND PRO FORMA COMPLAINT

INTRODUCTION

On or about January 6, 2005, the Plaintiffs in this action (excluding Michelle Spence), George Guindon, *et al.*, (the "Guindon Plaintiffs") filed a Notice of Adoption and Pro Forma Complaint, adopting the First Amended Master Complaint filed in Albert L. Gray, Administrator, et al. v. Jeffrey Derderian, et al., C.A. No. 04-312L (the "Gray Case") in its entirety. The Guindon Plaintiffs have also adopted the additional allegations and claims set forth in Henault, et al. v. American Foam Corp., et al., C.A. No. 03-483L (the "Henault Case") in its entirety.

On January 7, 2005, Defendants Paul Woolnough, Manic Music Management, Inc. and Knight Records, Inc. filed their Answer to the First Amended Master Complaint in the Gray Case, and those three (3) Defendants hereby adopt and incorporate said Answer in its entirety in

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response to the Guindon Plaintiffs' Adoption of the First Amended Master Complaint in the Gray Case, including the Affirmative Defenses and Jury Demand. On February 4, 2005, Defendants Paul Woolnough, Manic Music Management, Inc., Knight Records, Inc., Mark Kendall, David Filice and Eric Powers (collectively referred to as "These Defendants") filed their Answer to the additional claims filed in the Henault Case. These Defendants hereby adopt and incorporate their Answer filed in the Henault Case in its entirety in response to the Guindon Plaintiffs' Adoption of the additional allegations and claims of the Henault Case.

PARTIES

Plaintiffs have also asserted additional allegations identified only as Paragraphs "(260)" through "(280)" in Plaintiffs' Pro Forma Complaint. These Defendants respond to these supplemental allegations as follows:

260. - 280. These Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraphs "(260)" through "(280)", which are either (i) directed to individuals or entities other than These Defendants, or (ii) conclusions of law to which no response is required. To the extent that a response is required, should the allegations of these paragraphs be found to concern or relate to any acts or omissions of These Defendants (or be otherwise directed toward some or all of them), the allegations are denied.

JURY DEMAND

These Defendants demand a trial by jury on all issues so triable.

WHEREFORE, Defendants Paul Woolnough, Manic Music Management, Inc., Knight Records, Inc., Mark Kendall, David Filice and Eric Powers respectfully request that:

A. the Plaintiffs' First Amended Master Complaint and the additional allegations and claims set forth in the Henault Adoption, as adopted by the Guindon Plaintiffs, be dismissed with prejudice as to them;

B. Plaintiffs' demands for relief against Defendants Paul Woolnough, Manic Music Management, Inc., Knight Records, Inc., Mark Kendall, David Filice and Eric Powers be denied in every respect; and

C. the Court grant such other and further relief as may be just, proper and equitable.

PAUL WOOLNOUGH; MANIC MUSIC MANAGEMENT, INC.; KNIGHT RECORDS, INC.; MARK KENDALL; DAVID FILICE; and ERIC POWERS

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Dated: February 4, 2005

P120982.1

CERTIFICATE OF SERVICE

I hereby certify that on the 4th day of February, 2005, I served a true copy of the within Answer of Defendants Paul Woolnough, Manic Music Management, Inc., Knight Records, Inc., Mark Kendall, David Filice and Eric Powers to Plaintiffs' Notice of Adoption of First Amended Master Complaint and Pro Forma Complaint via e-mail on all counsel of record listed on the attached service list.

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